

BOARD OF EDUCATION
SCHOOL DISTRICT NO. 1J, MULTNOMAH COUNTY, OREGON

INDEX TO THE MINUTES

July 25, 2016

Board
Action
Number

Page

Purchases, Bids, Contracts

5304	Revenue Contracts that Exceed \$150,000 Limit for Delegation of Authority.....
5305	Expenditure Contracts that Exceed \$150,000 for Delegation of Authority

Other Matters Requiring Board Approval

5306	WITHDRAWN.....
5307	Resolution to Adopt Revised Board Policy 4.30.012-P, Standards of Conduct – Student Dress and Grooming.....
5308	Intent to Open Tubman and Roseway Heights Middle Schools for 2017-18 School Year.....
5309	WITHDRAWN.....
5310	Election of Board Chairperson
5311	Election of Board Vice-Chairperson.....
5312	Acceptance of Appointment of District Trustee of Health and Welfare Trust Fund
5313	Confirming the Name of Martin Luther King Jr. School
5314	A Resolution of School District No. 1J Multnomah County (Portland Public Schools), Oregon, Authorizing the Issuance of Negotiated Sale, and Delivery of a \$4,000,000 Full Faith and Credit Qualified Zone Academy Bond; Designating an Authorized Representative and Purchaser; and Authorizing Execution of a Purchase Agreement And Related Matters
5315	Minutes.....

July 26, 2016

Purchases, Bids, Contracts

The Chief Executive Officer RECOMMENDED adoption of the following items:

Resolutions 5304 and 5305

Director Knowles moved and Director Rosen seconded the motion to adopt Resolution 5304. The motion was put to a voice vote and passed by a vote of 6-1 (6-yes, 1-no [Anthony]), with Student Representative Bradley voting yes, unofficial.

During the Committee of the Whole, Director Knowles moved and Director Anthony seconded the motion to adopt Resolution 5305. The motion was put to a voice vote and passed by a vote of 6-1 (6-yes, 1-no [Buel]), with Student Representative Bradley voting no, unofficial.

July 26, 2016

RESOLUTION No. 5304

Revenue Contracts that Exceed \$150,000 Limit for Delegation of Authority

RECITAL

Portland Public Schools ("District") Public Contracting Rules PPS-45-0200 ("Authority to Approve District Contracts; Delegation of Authority to Superintendent") requires the Board of Education ("Board") to enter into and approve all contracts, except as otherwise expressly authorized. Contracts exceeding \$150,000 per contractor are listed below.

RESOLUTION

The Superintendent recommends that the Board approve these contracts. The Board accepts this recommendation and by this resolution authorizes the Deputy Clerk to enter into agreements in a form approved by General Counsel for the District.

NEW REVENUE CONTRACTS

No New Revenue Contracts

NEW INTERGOVERNMENTAL AGREEMENTS / REVENUE ("IGA/Rs")

Contractor	Contract Term	Contract Type	Description of Services	Contract Amount	Responsible Administrator, Funding Source
State of Oregon	5/25/2016 through 5/25/2018	Intergovernmental Agreement/Revenue IGA/R 63251	State of Oregon will reimburse District for seismic rehabilitation costs at Lewis Elementary School. Bond 2012	\$333,621	Y. Awwad Fund 438 Dept. 5591 Project J0273

AMENDMENTS TO EXISTING REVENUE CONTRACTS

No Amendments to Existing Revenue Contracts

Y. Awwad

July 26, 2016

RESOLUTION No. 5305

Expenditure Contracts that Exceed \$150,000 for Delegation of Authority

RECITAL

Portland Public Schools (“District”) Public Contracting Rules PPS-45-0200 (“Authority to Approve District Contracts; Delegation of Authority to Superintendent”) requires the Board of Education (“Board”) enter into contracts and approve payment for products, materials, supplies, capital outlay, equipment, and services whenever the total amount exceeds \$150,000 per contract, excepting settlement or real property agreements. Contracts meeting this criterion are listed below.

RESOLUTION

The Superintendent recommends that the Board approve these contracts. The Board accepts this recommendation and by this resolution authorizes the Deputy Clerk to enter into agreements in a form approved by General Counsel for the District.

NEW CONTRACTS

Contractor	Contract Term	Contract Type	Description of Services	Contract Amount	Responsible Administrator, Funding Source
Smucker Foodservice, Inc.	7/26/2016 through 6/30/2017 Option to renew annually through 6/30/2021	Material Requirements MR 63073	Provide District nutrition services program with USDA foods processing on a requirements basis. Maximum contract term through 6/30/2021. RFP 2015-2048	Original Term \$350,000 \$1,750,000 over maximum contract term	Y. Awwad Fund 202 Dept. 5570
Roadrunner Home Bake, Inc. dba Roadrunner Pizza	07/26/2016 through 06/30/2017 Option to renew annually through 03/13/2020	Cooperative Agreement COA 63131	Processing USDA provided mozzarella cheese into shepherd's grain flour whole wheat cheese pizza for Child Nutrition Program. Maximum contract term through 3/13/2020. Lead Agency: Oregon Department of Education	Original Term \$270,000 \$1,113,750 over maximum contract term	Y. Awwad Fund 202 Dept. 5570
Blue Star Charters & Tours, Inc.	7/26/2016 through 8/31/2017	Services S 63252	Provide Special Pupil Activity Bus (SPAB) coach transportation service to District students for athletic and field activity trips on an as needed basis. Individual trips will be solicited via quotes. SPAB transportation is regulated by OAR 581-053-0615 and District may only contract with providers registered with the state as SPAB providers.	Not-to-exceed \$185,000	Y. Awwad Various based on school usage
SchoolMint, Inc.	7/26/2016 through 6/30/2017 Option to renew annually through 6/30/2021	Software and Related Services SW 63223	Provide school choice student placement system software to manage school choice and student lottery systems. Maximum contract term through 6/30/2021. RFP 2016-2096	Original Term \$134,420 \$510,420 over maximum contract term	J. Klein Fund 407 Dept. 5581 Project A1025

July 26, 2016

WestEd	8/1/2016 through 6/30/2017	Personal Services PS 63220	Provide year two of a school-wide, whole-year professional development program to qualify Woodmere Elementary as a QTEL (Quality Teaching for English Learners) Lighthouse School. Direct Negotiation PPS 46-0525(4)	\$210,000	C. Russo Fund 205 Dept. 5408 Grant G1520
WestEd	8/1/2016 through 6/30/2017	Personal Services PS 63221	Provide year two of an apprenticeship program to 15 District leaders to develop in-house capacity to provide professional development specific to Quality Teaching for English Learners. Direct Negotiation PPS 46-0525(4)	\$155,000	C. Russo Fund 205 Dept. 5408 Grant G1520
Ellis Ray Leary, Jr.	8/15/2016 through 6/30/2017	Personal Services PS 63291	Provide the "I AM Academy" program to students at Franklin, Roosevelt, George and Vernon. Direct Negotiation PPS 46-0525(4)	\$193,000	L. Poe Fund 101 Dept. 5431

NEW INTERGOVERNMENTAL AGREEMENTS ("IGAs")

Contractor	Contract Term	Contract Type	Description of Services	Contract Amount	Responsible Administrator, Funding Source
North Clackamas School District	7/1/2016 through 6/30/2017	Intergovernmental Agreement IGA 63219	Columbia Regional will provide the funding for Contractor to obtain Autism Spectrum Disorder program support and supplementary aides and services including coaching, professional development, technical assistance and consulting for school personnel.	\$301,200	H. Adair Fund 205 Dept. 5433 Grant G1630
David Douglas School District	7/1/2016 through 6/30/2017	Intergovernmental Agreement IGA 63256	Columbia Regional will provide the funding for Contractor to obtain Autism Spectrum Disorder program support and supplementary aides and services including coaching, professional development, technical assistance and consulting for school personnel.	\$228,000	H. Adair Fund 205 Dept. 5433 Grant G1630
TriMet and City of Portland	8/29/2016 through 6/27/2017	Intergovernmental Agreement IGA 63290	Three-way agreement to provide free transportation on regular TriMet and Portland Streetcar service routes to students enrolled at District high schools and designated alternative programs.	\$966,666	Y. Awwad Fund 101 Dept. 5560

AMENDMENTS TO EXISTING CONTRACTS

No New Amendments

Y. Awwad

July 26, 2016

Other Matters Requiring Board Approval

The Chief Executive Officer RECOMMENDED adoption of the following items:

Resolutions 5306 through 5315

Resolution 5306 was withdrawn.

During the Committee of the Whole, Director Esparza Brown moved and Director Rosen seconded the motion to adopt Resolution 5307. The motion was put to a voice vote and passed unanimously (7-yes, 0-no), with Student Representative Bradley voting yes, unofficial.

During the Committee of the Whole, Director Anthony moved and Director Esparza Brown seconded the motion to adopt Resolution 5308. The motion was put to a voice vote and passed unanimously (7-yes, 0-no), with Student Representative Bradley voting yes, unofficial.

Resolution 5309 was withdrawn.

During the Committee of the Whole, Director Kohnstamm moved and Director Rosen seconded the motion to adopt Resolution 5310. The motion was put to a voice vote and passed unanimously (7-yes, 0-no), with Student Representative Bradley voting yes, unofficial.

During the Committee of the Whole, Director Knowles moved and Director Esparza Brown seconded the motion to adopt Resolution 5311. The motion was put to a voice vote and passed unanimously (7-yes, 0-no), with Student Representative Bradley voting yes, unofficial.

Director Knowles moved and Director Rosen seconded the motion to adopt Resolutions 5312 through 5315. The motion was put to a voice vote and passed by a vote of 6-1 (6-yes, 1-no [Anthony]), with Student Representative Bradley voting yes, unofficial.

July 26, 2016

RESOLUTION No. 5306

WITHDRAWN

RESOLUTION No. 5307

Resolution to Adopt Revised Board Policy 4.30.012-P,
Standards of Conduct - Student Dress And Grooming

RECITALS

On June 28, 2016, staff presented the first reading to the Board of revised Policy 4.30.012-P, Standards of Conduct – Student Dress and Grooming. Per District Policy, the public comment period was open for 21 days.

RESOLUTION

The Board of Education hereby adopts revised Policy 4.30.012-P, Standards of Conduct – Student Dress and Grooming.

July 26, 2016

RESOLUTION No. 5308

Intent to Open Tubman and Roseway Heights Middle Schools for 2017-18 School Year

RECITALS

- A. Portland Public Schools has experienced seven consecutive years of student enrollment growth. When coupled with improved state and local funding, the district has seen an annual rise in the number of schools with an inadequate number of classroom and common spaces for teachers and students.
- B. At the same time, many schools continue to have insufficient enrollment to sustainably provide core program offerings to all students without additional resources. This includes 18 K-8 schools that were reconfigured from K-5s and middle schools in 2005 and 2006.
- C. In November 2014, PPS initiated a District-wide Boundary Review Advisory Committee (D-BRAC) to provide recommendations to the Superintendent on resolving overcrowding, under-enrollment and related population-based issues. After more than 20 public meetings, the committee recommended a system-wide shift to a mostly K-5 and middle school structure. Superintendent Smith accepted the D-BRAC recommendation and proposed a series of major configuration change for implementation between 2016 and 2019.
- D. In April 2016, the PPS Board of Education unanimously approved resolution 5246, initiating the opening of Ockley Green Middle School in August 2016.
- E. The Board of Education intends to open two additional middle schools in North and Northeast Portland in fall 2017.
 - 1. Harriet Tubman Middle School will open at 2231 N. Flint Avenue. The building is currently housing Faubion K-8 school.
 - 2. Roseway Heights Middle School will open at 7334 NE Siskiyou Street. It is currently a K-8 school, but will convert to a middle school for grades 6-8.
- F. Planning principals for these schools are included in the approved 2016-2017 budget.
- G. The Board of Education intends to complete the initiation process for Tubman and Roseway Heights middle schools in winter 2017.
 - 1. Establish boundaries, elementary feeder schools, high school articulations and specialized program locations, utilizing the enrollment balancing values framework approved by the PPS Board of Education in October 2015.
 - 2. Receive and accept school initiation reports for each new school, in accordance with Policy 6.10.030-P.

RESOLUTION

- 1. The Board of Education intends to open Harriet Tubman Middle School and Roseway Heights Middle School in fall 2017.
- 2. The Board directs the staff to deliver school initiation reports and recommendations for school boundaries, feeder patterns and program locations by December 2017.
- 3. The Board acknowledges and appreciates the participation of D-BRAC, the Jefferson Cluster Visioning Committee, and of thousands of community members throughout the District-wide enrollment balancing process.

Y. Awwad

July 26, 2016

RESOLUTION No. 5309

WITHDRAWN

RESOLUTION No. 5310

Election of Board Chairperson

Director Tom Koehler is hereby elected Chairperson of the Board for the period beginning July 26, 2016, until his/or her successor is elected.

RESOLUTION No. 5311

Election of Board Vice-Chairperson

Director Amy Kohnstamm is hereby elected Vice-Chairperson of the Board for the period beginning July 26, 2016, until his/or her successor is elected.

RESOLUTION No: 5312

Acceptance of Appointment of District Trustee of Health and Welfare Trust Fund

RESOLUTION

The Board of Education accepts the Superintendent's appointment of a Board member, Paul Anthony, as a regular District Trustee of School District No. 1J Health and Welfare Trust Fund.

July 26, 2016

RESOLUTION No. 5313

Confirming the Name of Martin Luther King Jr. School

RECITALS

- A. In 1999, the name of Martin Luther King Jr. School was abbreviated to King School by the Oregon Department of Education due to technical limitations of their data base at that time.
- B. At the June 22, 2016 meeting of the Portland Public School Board of Education, members of the King School community stated their desire to re-establish their school name to Martin Luther King Jr. School to honor the man for whom the school was named, and who envisioned an excellent education for all children.

RESOLUTION

The Board of Education for Portland Public Schools resolves that King School be re-established as Martin Luther King Jr. School.

A.Lopez

July 26, 2016

RESOLUTION NO. 5314

A Resolution of School District No. 1-J Multnomah County (Portland Public Schools), Oregon, Authorizing the Issuance, Negotiated Sale, and Delivery of a \$4,000,000 Full Faith and Credit Qualified Zone Academy Bond; Designating an Authorized Representative and Purchaser; and Authorizing Execution of a Purchase Agreement and Related Matters

RECITALS

- A. The Board of Directors of School District No. 1-J Multnomah County (Portland Public Schools), Oregon (the "District"), is authorized pursuant to the Oregon Constitution and Oregon Revised Statutes Chapters 287A and 328 to issue its general obligation bonds to finance capital construction and improvements; and
- B. The District has determined that it is in the best interest of the District to make certain improvements to District facilities consisting of capital improvements to various school buildings and equipment including, but not limited to, repairs, renovations, and rehabilitation of classrooms, energy retrofitting and energy savings upgrades including lighting retrofits, automation of controls, HVAC upgrades, window replacements and a number of other energy conservation improvements of the District (the "Project"); and
- C. Sections 54A and 54E of the Internal Revenue Code of 1986, as amended, permit the District to issue "qualified zone academy bonds" ("QZABs") to finance certain improvements at public schools and programs that qualify as qualified zone academies; and
- D. The District has determined that the Project is eligible for QZABs financing; and
- E. On March 21, 2016, the Oregon Department of Education approved the District's request to issue \$4,000,000 in QZABs to finance costs of the Project; and
- F. The District has obtained the requisite commitment from a private partner for a QZAB financing in the form of a written pledge of a 10% contribution from Pulling For Kids Foundation, Inc.; and
- G. New Mexico Bank & Trust Company or an affiliate (the "Bank") has offered to purchase the District's Bond (as defined herein) on terms to be negotiated; and
- H. The District wishes to adopt this resolution (a) to provide the terms under which \$4,000,000 of the District's Bond will be sold as a QZAB and the rights to Tax Credits relating to the Bond will be stripped and sold in the form of Credit Coupons, (b) to authorize the Designated Representative to enter into and execute the Purchase Agreement with the Bank for the District's Bond in the principal amount of \$4,000,000 for the Project, and (c) to classify the ad valorem taxes levied to pay debt service (including all amounts due upon a mandatory redemption of the Bond and any Equalization Payments) on the Bond as subject to the limits of Sections 11 and 11b, Article XI of the Oregon Constitution.

RESOLUTION

Definitions. As used in this resolution, the following words shall have the following meanings:

Authorized Representative has the meaning set forth in Section 3 hereof.

Bank means New Mexico Bank & Trust Company, a New Mexico corporation, or one of its affiliates, as initial purchaser of the Bond.

July 26, 2016

Board of Directors means the duly constituted Board of Directors as the general legislative authority of the District.

Bond Register means the registration books maintained by the Registrar setting forth the names and addresses of the owners of the Bond and the Credit Coupons.

Bond means the School District No. 1-J Multnomah County (Portland Public Schools), Oregon, Full Faith and Credit Qualified Zone Academy Bond, 2016, authorized herein to be issued in the principal amount of \$4,000,000.

Bond Counsel means a law firm of nationally recognized bond counsel who is requested to deliver its approving opinion with respect to the issuance of and the exclusion from federal income taxation of interest on obligations and has specific knowledge of QZABs under Section 54E of the Code and the provisions of the Code and applicable guidance regarding the stripping of Tax Credits with respect to such obligations.

Capital Projects Fund means the special fund of the District established pursuant to Oregon Revised Statutes Chapter 328, into which fund certain proceeds of the Bond shall be deposited.

Code means the Internal Revenue Code of 1986, as amended.

Credit Allowance Date means March 15, June 15, September 15 and December 15 of each year while the Bond is outstanding, commencing September 15, 2016, and the last day on which the Bond is outstanding.

Credit Coupon means each coupon, in the form attached hereto as Exhibit B, executed by the District and representing and evidencing the right of the Registered Owner thereof to receive a Tax Credit on the Credit Allowance Date stated on such coupon.

Default Interest Rate means the rate of 10% per annum, or the maximum amount permitted by law, whichever is less.

District means School District No. 1-J Multnomah County (Portland Public Schools), Oregon, a municipal corporation duly organized and existing under and by virtue of the laws of the State of Oregon.

Equalization Payment has the meaning set forth in Section 11.

General Fund means the fund of the District established pursuant to Oregon Revised Statutes Chapter 328.

Government Obligations means those obligations now or hereafter defined as such in Oregon Revised Statute 294.035, as such statutes may be hereafter amended or restated.

Loss of Qualified Zone Academy Bond Status means a determination that the Bond is not a QZAB.

Project means capital improvements to various school buildings and equipment including, but not limited to, repairs, renovations, and rehabilitation of classrooms, energy retrofitting and energy savings upgrades including lighting retrofits, automation of controls, HVAC upgrades, window replacements and a number of other energy conservation improvements of the District.

Purchase Agreement means the rate determination agreement or contract to be entered into between the Authorized Representative, on behalf of the District, and the Bank, setting forth the agreement of the parties for the Bank's purchase of the Bond and all of the Credit Coupons.

July 26, 2016

Registered Owner means, with respect to the Bond, the person named as the registered owner of the Bond in the Bond Register, and with respect to a Credit Coupon, the person named as the registered owner of such Credit Coupon in the Bond Register.

Registrar means, initially, U.S. Bank National Association and shall include any successor Registrar appointed by the District.

Regulation or Regulations means the temporary, proposed or final Income Tax Regulations promulgated by the Department of the Treasury and applicable to the Bond and the Credit Coupons.

QZABs has the meaning set forth in the recitals hereto. Individual QZABs are referred to herein each as a QZAB.

QZAB Sinking Fund means the fund established pursuant to Section 4(c) herein.

Servicer means BluePath Finance LLC.

Sinking Fund Payments has the meaning given in Section 4(c) herein.

Tax Credit means the credit against federal income tax that is allowed under Section 54A of the Code and in the manner provided in Internal Revenue Service Notice 2010-28 to a taxpayer holding all or part of a "qualified zone academy bond" as defined in Section 54E of the Code on a Credit Allowance Date.

Authorization of Bond. The Board of Directors hereby authorizes the issuance and sale of the Bond in the principal amount of \$4,000,000 for the purpose of financing all or a portion of the cost of the Project and paying costs of issuing the Bond. The Bond shall be designated the "School District No. 1-J Multnomah County (Portland Public Schools), Oregon, Full Faith and Credit Qualified Zone Academy Bond, 2016" (the "Bond"), shall be dated as of its original issuance, shall be fully registered as to principal, shall be in the denomination of \$4,000,000, and shall be numbered R-1. Except to the extent required by Section 4(c) below, the Bond shall not bear interest.

Designation of Authorized Representatives. The Board of Directors designates the Chief Executive Officer and Interim Deputy Chief Financial Officer (each an "Authorized Representative") or a designee of the Authorized Representative, individually and in lieu of a superintendent, to act on behalf of the District as specified in Section 12 hereof.

Registration, Transfers and Payments.

(a) **Registration.** The Registrar shall maintain the Bond Register. Such Bond Register shall contain the names and mailing addresses of the Registered Owners, from time to time, of the Bond and of all of the Credit Coupons.

(b) **Transfers.** The Bond shall be transferable, in whole, to another qualified investor, upon prior written notice to the District and the Registrar. The Credit Coupons are transferrable upon prior written notice to the District and the Registrar.

(c) **Payments.** Principal of the Bond shall be due on _____, or such other date as determined by the District and the Bank up to a maximum term of twenty (20) years (the "Maturity Date"). Principal of the Bond shall be payable in lawful money of the United States of America on the Maturity Date from moneys on deposit in the QZAB Sinking Fund ("Sinking Fund Payments").

(d) **Rate on Overdue Payments.** If the District fails to make any of the Sinking Fund Payments required in this Section, the deposit obligation will continue as an obligation of the District until

July 26, 2016

the amount owed has been fully paid, and the District agrees to pay the same with interest thereon, from the date owed to the date of payment, at the Default Interest Rate.

Under certain circumstances described in Section 11 below, the District is required to make Equalization Payments to Registered Owners of Credit Coupons.

The District hereby establishes a fund designated as the "School District No. 1-J Multnomah County (Portland Public Schools) QZAB Sinking Fund" (the "QZAB Sinking Fund"). The QZAB Sinking Fund shall be held at the Bank. The District covenants to make annual payments into the QZAB Sinking Fund on the dates and in the amounts shown in the payment schedule set forth below (the "Sinking Fund Payments"):

Sinking Fund Payment Date (August 4)	Sinking Fund Payment
8/4/2017	\$200,000.00
8/4/2018	\$200,000.00
8/4/2019	\$200,000.00
8/4/2020	\$200,000.00
8/4/2021	\$200,000.00
8/4/2022	\$200,000.00
8/4/2023	\$200,000.00
8/4/2024	\$200,000.00
8/4/2025	\$200,000.00
8/4/2026	\$200,000.00
8/4/2027	\$200,000.00
8/4/2028	\$200,000.00
8/4/2029	\$200,000.00
8/4/2030	\$200,000.00
8/4/2031	\$200,000.00*
8/4/2032	\$200,000.00
8/4/2033	\$200,000.00
8/4/2034	\$200,000.00
8/4/2035	\$200,000.00
8/4/2036	\$200,000.00

* The final Sinking Fund Payment will be reduced by the earnings or other moneys on deposit in the QZAB Sinking Fund in excess of the sum of all Sinking Fund Payments made immediately prior to the final Sinking Fund Payment.

The Bank shall notify the District twenty (20) days prior to the final Sinking Fund Payment date as to the amount required to be deposited to pay from the QZAB Sinking Fund the principal of the Bond on the Maturity Date.

The QZAB Sinking Fund shall be security for the payment of the principal (but not interest, if any) of the Bond on the Maturity Date. The moneys deposited in the QZAB Sinking Fund shall be deposited in a savings account at the Bank ("Savings Account"). All funds deposited in the Savings Account shall bear interest at such rate as given to similarly situated customers of the Bank; provided, however, the interest rate shall not exceed the Permitted Sinking Fund Rate (as established by the Secretary of the Treasury and published by the Bureau of the Fiscal Service); and shall be documented as of the date of closing by the District in a closing certificate. The District

July 26, 2016

acknowledges that amounts on deposit in the QZAB Sinking Fund (i) will be held at the Bank, and (ii) are not "public funds" of any type within the meaning of public fund deposit laws or such related state and federal regulations, or any federal bankruptcy laws.

In the event the Bond is transferred (in accordance with the provisions of paragraph (b) above) to an entity that is unrelated to the Bank, references in this paragraph (c) to the Bank shall be to such transferee, and upon such transfer, with notice to the District, the QZAB Sinking Fund may be held at such transferee.

No Prepayment. The Bond is not subject to prepayment or redemption prior to its stated maturity, except for mandatory redemption required by Section 54A(d)(2)(B) of the Code for available project proceeds (defined in Section 54A of the Code) of the Bond that have not been spent within three years from the issue date of the Bond. Such redemption must be made at a redemption price equal to 102 percent of the principal amount thereof.

Form of Bond and Credit Coupons. The Bond shall be in substantially the form attached hereto as Exhibit A. Each Credit Coupon shall be in substantially the form attached hereto as Exhibit B. A Credit Coupon for each Credit Allowance Date shown on Exhibit C hereto shall be executed and delivered by the District and authenticated by the Registrar.

Execution of Bond and Credit Coupons. The Bond shall be executed on behalf of the District with the manual or facsimile signatures of the Chief Executive Officer and Secretary of its Board of Directors. The Bond shall not be valid or obligatory for any purpose or entitled to the benefits of this resolution unless it bears a Certificate of Authentication in the form recited in Exhibit A hereto, manually executed by the Registrar. The Certificate of Authentication shall be conclusive evidence that the Bond so authenticated has been duly executed, authenticated and delivered hereunder and is entitled to the benefits of this resolution.

Each Credit Coupon shall be executed on behalf of the District with the manual or facsimile signatures of the Chief Executive Officer and Secretary of its Board of Directors. A Credit Coupon shall not be valid or obligatory for any purpose or entitled to the benefit of this resolution unless it bears a Certificate of Authentication in the form recited in Exhibit B hereto, manually executed by the Registrar. The Certificate of Authentication shall be conclusive evidence that the Credit Coupon so authenticated has been duly executed, authenticated and delivered hereunder and is entitled to the benefits of this resolution.

In case either of the officers who shall have executed the Bond or any Credit Coupon shall cease to be officer or officers of the District before the Bond or Credit Coupon so signed shall have been authenticated or delivered by the Registrar, or issued by the District, such Bond or Credit Coupon may nevertheless be authenticated, delivered and issued and upon such authentication, delivery and issuance, shall be as binding upon the District as though those who signed the same had continued to be such officers of the District. Any Bond or any Credit Coupon may also be signed and attested on behalf of the District by such persons who are at the actual date of delivery of such Bond or Credit Coupon the proper officers of the District although at the original date of such Bond or Credit Coupon any such person shall not have been such officer of the District.

Application of Sale Proceeds. The proceeds of the sale of the Bond and the Credit Coupons shall be deposited in the Capital Projects Fund of the District and shall be expended solely to pay or reimburse the costs of the Project and the costs of issuing and selling the Bond and the Credit Coupons, as authorized herein.

Pledge of Funds and Credit. The District irrevocably covenants that it will use money in the Capital Projects Fund, the General Fund, the QZAB Sinking Fund or other funds legally available therefor to pay the principal of (and, except from the QZAB Sinking Fund, interest, if any, on) the Bond as the same shall become due, and all amounts due upon a mandatory redemption of the Bond and any Equalization Payments, when and as they become due. The Bond does not require approval by a

July 26, 2016

vote of the electors of the District. Accordingly, the District covenants with the Registered Owner of the Bond to levy annually a direct ad valorem tax upon all of the taxable property within the District in an amount without limitation as to rate or amount, subject to the limitations of Sections 11 and 11b, Article XI of the Oregon Constitution, after taking into consideration discounts taken and delinquencies that may occur in the payment of such taxes and any other funds available, to pay interest, if any, accruing and the principal maturing on this Bond promptly when and as they become due, and all amounts due upon a mandatory redemption of the Bond and any Equalization Payments, when and as they become due. The full faith, credit and resources of the District are hereby irrevocably pledged for the prompt payment of such principal, interest, if any, and Equalization Payments, if any.

Defeasance. The Bond may not be defeased (whether legally defeased or economically defeased) except upon delivery of an opinion of Bond Counsel substantially to the effect that such defeasance will not cause the Bond to lose its status as a “qualified tax credit bond” that is a QZAB under Sections 54A and 54E of the Code and will not adversely affect the availability of Tax Credits under any Credit Coupons. In the event that (a) money and/or Government Obligations, maturing at such time or times and bearing interest to be earned thereon in amounts (together with such money, if necessary) sufficient to redeem and retire part or all of the Bond in accordance with its terms, are set aside in a special account of the District to effect such redemption and retirement, (b) such money and the principal of and interest on such Government Obligations are irrevocably set aside and pledged for such purpose, and (c) the opinion of Bond Counsel referred to in the preceding sentence is first received by the Registered Owners of the Bond and the Credit Coupons, then no further payments need be made into the QZAB Sinking Fund for the payment of the principal of and interest, if any, on the Bond so provided for, and such Bond shall cease to be entitled to any lien, benefit or security of this resolution except the right to receive the money so set aside and pledged, and such Bond shall be deemed not to be outstanding hereunder.

Tax Covenants and Certifications; Equalization Payments.

(a) Tax Covenants and Certifications. The District intends (a) that the Bond be issued as a “qualified tax credit bond” that is a QZAB under Sections 54A and 54E of the Code and, for that reason, interest, if any, on the Bond is not intended to be excludable from gross income for federal income tax purposes, and (b) that the Bond constitute a “strippable issue” under Internal Revenue Service Notice 2010-28 (the “Notice”). The District covenants to comply with the requirements of the Code and the Notice (and with any successor statutory provisions, any future applicable regulations and any further guidance provided hereafter) to ensure that the Bond remains such a qualified tax credit bond that is a QZAB and that is a strippable issue. In furtherance of such covenant, the District certifies as follows:

The District hereby designates the Bond as a QZAB within the meaning of Section 54E of the Code; and

The District hereby designates the Bond as a “strippable issue” within the meaning of the Notice and, for such purpose, has attached hereto as Exhibit C a schedule identifying CUSIP numbers acquired by the District and hereby assigned by the District (i) to the Bond as in effect prior to the stripping of the Tax Credits as described below in this Section 11, (ii) to the Bond upon such stripping, and (iii) to each Credit Coupon (if necessary, such schedule may be approved by the Authorized Representative after the adoption of this resolution and shall, in such case, be attached hereto as Exhibit C prior to the issuance of the Bond); and

The District has received written assurances that private entities have agreed to make “qualified contributions” (as defined in Section 54E(d)(4) of the Code) to the District that meet the requirements of Section 54E(b) of the Code and have a present value of not less than 10% of the proceeds of the Bond (i.e., a present value of at least \$400,000); and

July 26, 2016

The District has received the written approval from the Oregon Department of Education of a 2016 allocation authorizing the District to issue \$4,000,000 in QZABs to finance costs of the Project, and such 2016 allocation remains in full force and effect; and

The Project constitutes a qualified purpose under Section 54E(d)(3) of the Code for the issuance of QZABs.

(b) *Federal Tax Certificate.* To evidence and confirm the District's expectations and covenants relating to the matters set forth in this Section 11, the Board of Directors directs the Authorized Representative of the District to execute and deliver, on behalf of the District, a Federal Tax Certificate to be dated the date on which the Bond is issued, a form of which is attached hereto as Exhibit D.

(c) *Issuance of Credit Coupons.* Each Credit Coupon to be issued and delivered by the District under this resolution represents and evidences the right of the Registered Owner of such Credit Coupon to receive a Tax Credit on the Credit Allowance Date stated on such Credit Coupon. A separate Credit Coupon for each Credit Allowance Date shall be issued in the form attached hereto as Exhibit B. No Credit Coupon represents or evidences any right of the Registered Owner thereof to receive any payment of principal of or interest, if any, on the Bond.

(d) *Loss of Qualified Zone Academy Bond Status.* The District shall make the payment described in paragraph (e) below if any Registered Owner of a Credit Coupon either: (i) receives notice, in any form, from the Internal Revenue Service that due to a final determination by the Internal Revenue Service or by a court of competent jurisdiction (after the District has exhausted all administrative appeal remedies) a Loss of Qualified Zone Academy Bond Status has occurred; or (ii) reasonably determines, based on an opinion of Bond Counsel selected by such Registered Owner and approved by the District (which approval the District may not unreasonably withhold) that a Loss of Qualified Zone Academy Bond Status has occurred. No payment described in paragraph (e) below shall be made relating to any mandatory redemption described in Section 5 above.

(e) *Equalization Payment.* If required under paragraph (d) above, the District shall make an "Equalization Payment" to the Registered Owner of a Credit Coupon within 30 days after such Registered Owner notifies the District of a Loss of Qualified Zone Academy Bond Status. The Equalization Payment shall be the amount which, taking into account all penalties, fines, interest and additions to tax that are imposed on such Registered Owner as a result of the Loss of Qualified Zone Academy Bond Status will restore to such Registered Owner the same after-tax yield on such Registered Owner's Credit Coupon that such Registered Owner would have realized from the issue date of the Bond to the date of such determination, had the Loss of Qualified Zone Academy Bond Status not occurred. If there has occurred a Loss of Qualified Zone Academy Bond Status, such Equalization Payment shall also include any additional amount, on each Credit Allowance Date occurring after the date on which the first additional payment was made by the District pursuant to this Section 11, as will maintain such after-tax yield to such Registered Owner through the Maturity Date.

Any Registered Owner expecting the Equalization Payment described in the preceding paragraph shall, as a condition to receiving the Equalization Payment, provide the District a certificate setting forth the calculation made by it of such Registered Owner's claimed Equalization Payment and setting forth the reason for the Loss of Qualified Zone Academy Bond Status.

In the event that the District makes an Equalization Payment to a Registered Owner of a Credit Coupon and it is subsequently determined, pursuant to a final, conclusive and non-appealable decision of the Internal Revenue Service or a court of competent jurisdiction that the Bond constitutes a "qualified tax credit bond" that is a QZAB under Sections 54A and 54E of the Code notwithstanding the prior receipt by such Registered Owner of the determinations described in paragraph (d) above, the District shall be entitled to reimbursement for all Equalization Payments made to such Registered Owner.

July 26, 2016

Sale of the Bond and Credit Coupons. The Board of Directors hereby authorizes the Authorized Representative for a period of six (6) months from the adoption of this resolution to execute the Purchase Agreement with the Bank for the sale of the Bond (and in connection therewith for the delivery of the Credit Coupons) in the principal amount of \$4,000,000, with a zero percent (0%) interest rate, and maturing on the Maturity Date.

The proper District officials are hereby authorized and directed to do everything necessary for the prompt execution and delivery of the Bond to the Bank and for the proper application and use of the proceeds of sale thereof.

The Servicer as Third Party Beneficiary. The Servicer shall be a third-party beneficiary under this resolution.

Notices. Any notice to or demand upon the following parties shall be given by first class mail, return receipt requested, as set forth below, or to such other addresses as may from time to time be furnished, effective upon the receipt of notice thereof given as provided for in this Section 14.

If to the District: Barbara Gibbs
Senior Manager of Treasury
School District No. 1-J Multnomah County
(Portland Public Schools)
501 North Dixon Street
Portland, OR 97227
Phone: (503) 916-3370

If to the Bank: Kyle J. Leyendecker
Commercial Banking, VP
New Mexico Bank & Trust Company
320 Gold SW, Ste. 100
Albuquerque, New Mexico 81702
Phone: (505) 830-8100

Michael J.J. Cox
Chief Financial Officer
BluePath Finance LLC
Phone: (415) 549-0742

If to the Registrar: Corazon Gruenberg, CCTS
Vice President
U.S. Bank Global Corporate Trust Services
555 S.W. Oak Street -PD-OR-P6TD
Portland, OR 97204
Phone: (503) 464-3756
Fax: (503) 464-4122

Notwithstanding any provision to the contrary in this resolution, any information or documents required to be provided by the District to the Registered Owner of the Bond or the Registered Owners of the Credit Coupons may be provided by providing notice of and access to the District's website or other electronic platform containing such information or document. It is acknowledged that distribution of material through any such electronic platform is not necessarily secure and that there

July 26, 2016

are confidentiality and other risks associated with such distribution. In consideration for the convenience and other benefits afforded by such distribution and for the other consideration provided hereunder, the receipt and sufficiency of which is hereby acknowledged, the District and the Bank, as initial Registered Owner of the Bond and of the Credit Coupons, hereby approve distribution of electronic communications through such electronic platform and understand and assume the risks of such distribution.

Exemption from Ongoing Disclosure. The District is exempt from the ongoing disclosure requirements of Securities and Exchange Commission Rule 15c2-12 by reason of the exemption set forth in subsection (d)(i) of that rule with respect to the issuance of securities in authorized denominations of \$100,000 or more.

Severability. If any one or more of the covenants or agreements provided in this resolution to be performed on the part of the District shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or covenants, agreement or agreements, shall be null and void and shall be deemed separable from the remaining covenants and agreements of this resolution and shall in no way affect the validity of the other provisions of this resolution, of the Bond or of the Credit Coupons.

Effective Date. This resolution shall become effective immediately upon its adoption.

ADOPTED by the Board of Directors, of School District No. 1-J Multnomah County (Portland Public Schools), Oregon, at a regular meeting thereof held this 25th day of July, 2016.

**SCHOOL DISTRICT NO. 1-J
MULTNOMAH COUNTY, OREGON**

Yousef Awwad,
Chief Executive Officer

ATTEST

(Print Name)

Secretary of the Board of Directors

July 26, 2016

**EXHIBIT A
FORM OF BOND**

UNITED STATES OF AMERICA

NO. R-1

\$4,000,000

STATE OF OREGON
SCHOOL DISTRICT NO. 1-J MULTNOMAH COUNTY (PORTLAND PUBLIC SCHOOLS), OREGON

FULL FAITH AND CREDIT QUALIFIED ZONE ACADEMY BOND, 2016

REGISTERED OWNER: NEW MEXICO BANK & TRUST COMPANY
320 GOLD SW, STE. 100
ALBUQUERQUE, NEW MEXICO 81702

INTEREST RATE: 0.00%

TAX IDENTIFICATION
NUMBER: _____

PRINCIPAL AMOUNT: FOUR MILLION AND NO/100 DOLLARS

MATURITY DATE: _____

School District No. 1-J Multnomah County (Portland Public Schools), Oregon (the "District"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner identified above, or registered assigns, the Principal Amount indicated above. Principal of this bond (this "Bond") is payable in lawful money of the United States of America. The payment of principal of this Bond shall be made upon presentation and surrender of this Bond to the Registrar.

July 26, 2016

The District has covenanted in Resolution No. [_____] of the District (the "Resolution"), to make annual deposits to a sinking fund held initially with New Mexico Bank & Trust Company(as may be transferred in connection with a transfer of this Bond as provided in the Resolution) beginning in _____ through the Maturity Date indicated above, and on the dates and in the amounts shown in the payment schedule set forth below:

Sinking Fund Payment Date (August 4)	Sinking Fund Payment
8/4/2017	\$200,000.00
8/4/2018	\$200,000.00
8/4/2019	\$200,000.00
8/4/2020	\$200,000.00
8/4/2021	\$200,000.00
8/4/2022	\$200,000.00
8/4/2023	\$200,000.00
8/4/2024	\$200,000.00
8/4/2025	\$200,000.00
8/4/2026	\$200,000.00
8/4/2027	\$200,000.00
8/4/2028	\$200,000.00
8/4/2029	\$200,000.00
8/4/2030	\$200,000.00
8/4/2031	\$200,000.00*
8/4/2032	\$200,000.00
8/4/2033	\$200,000.00
8/4/2034	\$200,000.00
8/4/2035	\$200,000.00
8/4/2036	\$200,000.00

* The final Sinking Fund Payment will be reduced by the earnings or other moneys on deposit in the QZAB Sinking Fund in excess of the sum of all Sinking Fund Payments made immediately prior to the final Sinking Fund Payment.

This Bond is not subject to prepayment or redemption prior to the Maturity Date, except as described in the Resolution. No payment will be made to the QZAB Sinking Fund or otherwise to the Registered Owner in respect of a Loss of Qualified Zone Academy Bond Status, except to the extent such Registered Owner is also a registered owner of one or more Credit Coupons, and in such case only as further described in such Credit Coupons. This Bond shall bear interest at the Default Interest Rate should the District fail to pay this Bond at the Maturity Date as described in the Resolution or fail to make any Sinking Fund Payments described above.

This Bond is issued under and in accordance with the provisions of the Constitution and applicable statutes of the State of Oregon and resolutions duly adopted by the Board of Directors, including the Resolution.

This Bond is a general obligation of the District, and the full faith, credit and resources of the District are hereby irrevocably pledged for the repayment of this Bond. The District covenants with the Registered Owner to levy annually a direct ad valorem tax upon all of the taxable property within the District in an amount without limitation as to rate or amount, subject to the limitations of Sections 11 and 11b, Article XI of the Oregon Constitution, after taking into consideration discounts taken and delinquencies that may occur in the payment of such taxes and any other funds available, to pay interest

July 26, 2016

accruing and the principal maturing on this Bond promptly when and as they become due, and all amounts due upon a mandatory redemption of this Bond.

This Bond is issued as a "qualified tax credit bond" that is a "qualified zone academy bond" under Sections 54A and 54E of the Internal Revenue Code of 1986, as amended (the "Code"). This Bond does not bear interest on unpaid principal. Ownership of this Bond does not permit the Registered Owner (and does not provide such Registered Owner with an enforceable right to) claim any credits described in Sections 54A and 54E of the Code except to (and limited by) the extent such Registered Owner holds one or more Credit Coupons (as defined in the Resolution) and only to the extent further described in such Credit Coupons.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon shall have been manually signed by the Registrar. Capitalized terms used herein and not otherwise defined have the meaning set forth in the Resolution.

This Bond is transferrable as described in the Resolution.

It is hereby certified that all acts, conditions and things required by the Constitution and statutes of the State of Oregon to exist, to have happened, been done and performed precedent to and in the issuance of this Bond have happened, been done and performed and that the issuance of this Bond does not violate any constitutional, statutory or other limitation upon the amount of bonded indebtedness that the District may incur.

School District No. 1-J Multnomah County (Portland Public Schools), Oregon, has caused this Bond to be executed by the manual or facsimile signature of the Chief Executive Officer and Secretary of the Board of Directors, as of this ____ day of _____, 2016.

**SCHOOL DISTRICT NO. 1-J
MULTNOMAH COUNTY, OREGON**

y _____
Yousef Awwad, Chief Executive
Officer

ATTEST

(Print Name)

Secretary of the Board of
Directors

July 26, 2016

The Registrar's Certificate of Authentication on the Bond shall be in substantially the following form:

CERTIFICATE OF AUTHENTICATION

This is the Full Faith and Credit Qualified Zone Academy Bond, 2016, of School District No. 1-J, Multnomah County (Portland Public Schools), Oregon, dated _____, 2016, is described in the Resolution.

U.S. Bank National Association
as Registrar

y _____

Authorized Signatory

July 26, 2016

**EXHIBIT B
FORM OF CREDIT COUPON**

CREDIT COUPON

DATED [JULY 20, 2016]

[Prepare separate Credit Coupon for each Credit Allowance Date]

CUSIP No.: [See Exhibit C to Resolution]
Dated: [July 20, 2016]

Registered Owner: [_____]

Notional Amount of this
Credit Coupon: Par Amount of Bond outstanding on Credit Allowance Date
Tax Credit Rate: [_____] %
Certificate No. [T-1]
Credit Allowance Date: [See Exhibit C to Resolution]

THIS CREDIT COUPON HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND HAS NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES LAWS OF ANY STATE. ANY RESALE OR TRANSFER OF THIS CREDIT COUPON MAY ONLY BE MADE (A) IN ACCORDANCE WITH THE RESOLUTION REFERRED TO HEREIN AND (B) UNLESS THIS CREDIT COUPON IS REGISTERED UNDER THE SECURITIES ACT AND IS REGISTERED OR QUALIFIED UNDER ANY APPLICABLE SECURITIES LAWS OF ANY STATE, ONLY IN A TRANSACTION EXEMPT FROM THE REGISTRATION OR QUALIFICATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH STATE LAWS AND WHICH IS IN ACCORDANCE WITH THE RESOLUTION (AS DEFINED HEREIN).

THIS CREDIT COUPON IS SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (A) TO A PERSON WHO IS A U.S. PERSON, AS DEFINED IN SECTION 7701(A)(30) OF THE CODE, AND (B) TO A PERSON WHO IS (I) A QUALIFIED PURCHASER, AS DEFINED IN SECTION 2(a)(51) OF THE INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE "INVESTMENT COMPANY ACT"), FOR PURPOSES OF SECTION 3(c)(7) OF THE INVESTMENT COMPANY ACT AND THE RULES PROMULGATED THEREUNDER (A "QUALIFIED PURCHASER") AND WHO THE TRANSFEROR REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A OF THE SECURITIES ACT OR (II) TO A PERSON WHO IS A QUALIFIED PURCHASER AND WHO THE TRANSFEROR REASONABLY BELIEVES IS AN INSTITUTIONAL "ACCREDITED INVESTOR" AS THAT TERM IS DEFINED IN RULE 501(a)(1), (2), (3) OR (7) PROMULGATED UNDER THE SECURITIES ACT. THE PURCHASER HEREOF AGREES TO PROVIDE NOTICE TO ANY PROPOSED TRANSFEREE OF A BENEFICIAL OWNERSHIP INTEREST IN THE CREDIT COUPONS OF THE RESTRICTION ON TRANSFERS ONLY TO QUALIFIED PURCHASERS AND U.S. PERSONS. NO CREDIT COUPON SHALL BE TRANSFERRED OR RESOLD IF SUCH TRANSFER OR RESALE WOULD RESULT IN THERE BEING MORE THAN ONE BENEFICIAL OWNER OF THE CREDIT COUPON, WITHIN THE MEANING OF TREASURY REGULATION SECTION 1.7704-1(H) OR WITHIN THE MEANING OF THE INVESTMENT COMPANY ACT, AND NO CREDIT COUPON SHALL BE ISSUED, SOLD, TRANSFERRED, LISTED OR OTHERWISE EXCHANGED AT ANY TIME ON AN ESTABLISHED SECURITIES MARKET.

July 26, 2016

EACH TRANSFEREE OF THIS CREDIT COUPON, BY ITS PURCHASE HEREOF, IS DEEMED TO HAVE REPRESENTED THAT SUCH TRANSFEREE IS A U.S. PERSON AND IS EITHER A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT, OR AN INSTITUTIONAL "ACCREDITED INVESTOR," AS THAT TERM IS DEFINED IN RULE 501(a)(1), (2), (3) OR (7) PROMULGATED UNDER THE SECURITIES ACT, AND WILL ONLY TRANSFER, RESELL, REOFFER, PLEDGE OR OTHERWISE TRANSFER THIS CREDIT COUPON TO A SUBSEQUENT TRANSFEREE WHO SUCH TRANSFEROR REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT, OR IS AN INSTITUTIONAL "ACCREDITED INVESTOR," AS THAT TERM IS DEFINED IN RULE 501(a)(1), (2), (3) OR (7) PROMULGATED UNDER THE SECURITIES ACT, AND WHO IS WILLING AND ABLE TO CONDUCT AN INDEPENDENT INVESTIGATION OF THE RISKS INVOLVED WITH OWNERSHIP OF THIS CREDIT COUPON, AND AGREES TO BE BOUND BY THE TRANSFER RESTRICTIONS.

EACH TRANSFEREE OF THIS CREDIT COUPON, BY THE PURCHASE HEREOF, IS DEEMED TO HAVE REPRESENTED THAT SUCH TRANSFEREE IS A QUALIFIED PURCHASER FOR PURPOSES OF SECTION 3(c)(7) OF THE INVESTMENT COMPANY ACT AND A U.S. PERSON, AND WILL ONLY TRANSFER, RESELL, REOFFER, PLEDGE OR OTHERWISE TRANSFER THIS CREDIT COUPON TO A SUBSEQUENT TRANSFEREE WHO IS A QUALIFIED PURCHASER FOR PURPOSES OF SECTION 3(c)(7) OF THE INVESTMENT COMPANY ACT AND IS A U.S. PERSON AND IN A MANNER THAT DOES NOT VIOLATE ANY TRANSFER RESTRICTIONS, AS MORE FULLY DESCRIBED IN THE RESOLUTION.

THIS CERTIFIES THAT the registered owner specified above, or registered assignee, so long as such registered owner or assignee holds this Credit Coupon in an account with a broker (as defined in Internal Revenue Service Notice 2010-28), has the right to claim a Tax Credit on its federal income tax return in accordance with and subject to Sections 54A and 54E of the Code, Internal Revenue Service Notice 2010-28 and Resolution No. _____ (the "Resolution"), adopted at a regular meeting of the Board of Directors of the District on the ___th day of _____, 2016 for the issuance of the \$4,000,000 School District No. 1-J Multnomah County (Portland Public Schools), Oregon, Full Faith and Credit Qualified Zone Academy Bond, 2016 (the "Bond"). The Bond been designated by the District as a qualified zone academy bond pursuant to Sections 54A and 54E of the Code. Capitalized terms used but not defined herein have the meaning assigned to them in the Resolution.

The Owner of this Credit Coupon on the Credit Allowance Date specified above shall have the right to claim a credit on its federal income tax return in an amount equal to 25% of the annual credit determined with respect to the Bond (adjusted for periods of less than three months), being the product of: (a) the Tax Credit Rate set forth above *times* (b) the notional amount of this Credit Coupon. The Owner of this Credit Coupon, by its purchase of this Credit Coupon, acknowledges that the notional amount of this Credit Coupon is equal to the par amount of the Bond outstanding on the Credit Allowance Date specified above, and that such par amount is subject to reduction prior to such Credit Allowance Date in certain instances as further described in the Resolution.

Under the terms of the Resolution, this Credit Coupon is treated as a "Stripped Credit Coupon," as defined in Internal Revenue Service Notice 2010-28, and the Bond is treated as a stripped bond. The Owner of this Credit Coupon shall have the rights described in the Resolution, which includes, among other provisions, provisions for any Equalization Payments described Section 11 of the Resolution.

The transfer of this Credit Coupon is subject to certain restrictions set forth in the Resolution. No purported transfer of any interest in any Credit Coupon or any portion thereof or interest therein that is not made in accordance with the Resolution shall be given effect by or be binding upon the Registrar and any such purported transfer shall be null and void *ab initio* and vest in the transferee no rights against the Registrar.

This Credit Coupon is one of a duly authorized issue of Credit Coupons created by the Resolution. Unless the certificate of authentication hereon has been executed by the Registrar, by

July 26, 2016

manual signature, this Credit Coupon shall not be entitled to any benefit under the Resolution or be valid for any purpose.

This Credit Coupon does not purport to summarize the Resolution and reference is made to the Resolution for the interests, rights and limitations of rights, benefits, obligations and duties evidenced thereby, and the rights, duties and immunities of the Registrar.

This Credit Coupon is issued pursuant to and is subject to all the terms of the Resolution, which describes the rights and obligation of each Owner and by which each Owner, by virtue of its acceptance of this Credit Coupon or beneficial interest therein, assents to and agrees to be bound.

THE RESOLUTION CONSTITUTES THE CONTRACT GOVERNING THE RIGHTS AND OBLIGATIONS OF THE REGISTERED OWNERS. THIS CREDIT COUPON IS ONLY EVIDENCE OF SUCH CONTRACT AND, AS SUCH, IS SUBJECT IN ALL RESPECT SO THE TERMS OF THE RESOLUTION, WHICH SUPERSEDES ANY INCONSISTENT STATEMENTS IN THIS CREDIT COUPON.

The recitals contained herein, except for the certificate of authentication, shall not be taken as statements of the Registrar and the Registrar assumes no responsibility for their correctness. The Registrar makes no representation as to the validity or sufficiency of this Credit Coupon, the Bond or the Resolution. This Credit Coupon is executed and delivered by U.S. Bank National Association (the "Registrar") solely in its capacity as Registrar under the Resolution and not in its individual capacity. Amounts, if any, payable under this Credit Coupon are payable solely from amounts related to the Resolution (to the extent of amounts payable under or allocable to the Resolution), and in accordance with the terms of, the Resolution.

WHEREOF, the Registrar has caused this Credit Coupon to be duly executed.

U.S. BANK NATIONAL ASSOCIATION,
not individually but solely as Registrar

By _____
Authorized Officer/Authorized Signer

CERTIFICATE OF AUTHENTICATION

This Credit Coupon is the Credit Coupon for referred to in the within mentioned Resolution.

Dated: _____, _____

U.S. BANK NATIONAL ASSOCIATION,
as Registrar

By _____
Authorized Officer/Authorized Signer

July 26, 2016

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sell(s), assign(s) and transfer(s) unto

(please print or typewrite name and address including postal zip code of assignee)

the beneficial ownership interest in the Resolution evidenced by the within Credit Coupon and hereby authorize(s) the registration of transfer of such interest to the above named assignee on the Registration books of the Registrar.

I (we) further direct the issuance of a new Credit Coupon of a like authorized denomination evidencing the same aggregate amount and notional amount to the above named assignee and delivery of such Credit Coupon to the following address:

Dated: _____, _____

Signature by or on behalf of Assignor

Signature Guaranteed

DISTRIBUTION INSTRUCTIONS

The assignee should include the following for purposes of distribution:

Distributions shall, if permitted, be made by wire transfer or otherwise, in immediately available funds, to _____
for the account of _____

Distributions made by check (such check to be made payable to _____)
and all applicable statements and notices should be mailed to

This information is provided by _____, the assignee named above, or
_____, as its agent.

**EXHIBIT C
CUSIP NUMBERS RELATING TO
STRIPPING TRANSACTION**

[CUSIP numbers to be attached here on or prior to the date the Bond is issued]

**EXHIBIT D
FORM OF FEDERAL TAX CERTIFICATE**

[Please attach Federal Tax Certificate form here]

July 26, 2016

RESOLUTION No. 5315

Minutes

The following minutes are offered for adoption:

June 28, 2016